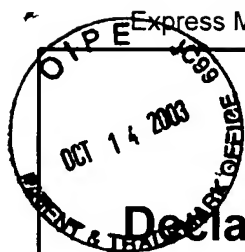


Docket No.

Q170-US1



Declaration and Power of Attorney For Patent Application

English Language Declaration

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name,

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled

the specification of which

(check one)

☐ is attached hereto.

☒ was filed on July 1, 2003 as United States Application No. or PCT International

Application Number 10/612,439

and was amended on _____

(if applicable)

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to patentability as defined in 37 CFR 1.56, including for continuation-in-part applications, material information which became available between the filing date of the prior application and the national or PCT international filing date of the continuation-in-part application.

I hereby claim foreign priority benefits under 35 U.S.C. 119(a)-(d) or (f), or 365(b) of any foreign application(s) for patent, or plant breeder's rights certificate(s), or 365(a) of any PCT International application which designated at least one country other than the United States of America, listed below and have also identified below, by checking the box, any foreign application for patent, inventor's or plant breeder's rights certificate(s), or any PCT international application having a filing date before that of the application on which priority is claimed.

Prior Foreign Application(s)

Priority Not Claimed

(Number)

(Country)

(Day/Month/Year Filed)

☐

(Number)

(Country)

(Day/Month/Year Filed)

☐

(Number)

(Country)

(Day/Month/Year Filed)

☐

I hereby claim the benefit under 35 U.S.C. Section 119(e) of any United States provisional application(s) listed below:

60/423,953	November 4, 2002
(Application Serial No.)	(Filing Date)

60/463,696	April 16, 2003
(Application Serial No.)	(Filing Date)

_____	_____
(Application Serial No.)	(Filing Date)

I hereby claim the benefit under 35 U. S. C. Section 120 of any United States application(s), or Section 365(c) of any PCT International application designating the United States, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT International application in the manner provided by the first paragraph of 35 U.S.C. Section 112, I acknowledge the duty to disclose to the United States Patent and Trademark Office all information known to me to be material to patentability as defined in Title 37, C. F. R., Section 1.56 which became available between the filing date of the prior application and the national or PCT International filing date of this application:

(Application Serial No.)	(Filing Date)	(Status) (patented, pending, abandoned)
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(Application Serial No.)	(Filing Date)	(Status) (patented, pending, abandoned)
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(Application Serial No.)	(Filing Date)	(Status) (patented, pending, abandoned)
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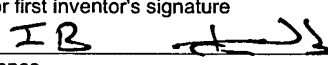
I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

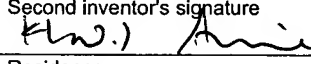
POWER OF ATTORNEY: As a named inventor, I hereby appoint the following attorney(s) and/or agent(s) to prosecute this application and transact all business in the Patent and Trademark Office connected therewith. *(list name and registration number)*

M. Elizabeth Bush, Reg. No. 38,402

Send Correspondence to: **M. Elizabeth Bush**
Quallion LLC
P.O. Box 923127
Sylmar, CA 91392-3127

Direct Telephone Calls to: *(name and telephone number)*
M.. Elizabeth Bush, 818-833-2003

Full name of sole or first inventor Ilias Belharouak	
Sole or first inventor's signature 	Date 8/11/03
Residence 6723 Vail Drive #1, Westmont, IL 60559	
Citizenship Moroccan	
Post Office Address 6723 Vail Drive #1, Westmont, IL 60559	

Full name of second inventor, if any Khalil Amine	
Second inventor's signature 	Date 8/11/03
Residence 6813 Penner Place, Downers Grove, IL 60516	
Citizenship Moroccan	
Post Office Address 6813 Penner Place, Downers Grove, IL 60516	

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

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To the Honorable Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

University of Chicago
Ilias Belharouak
Khalil Amine

Additional names(s) of conveying party(ies)

☐ Yes ☒ No

2. Name and address of receiving party(ies):

Name: Quallion LLCAddress: 12744 San Fernando RoadBldg. 3

3. Nature of conveyance:

☒ Assignment☐ Merger☐ Security Agreement☐ Change of Name☐ Other _____Execution Date: 08/06/2003City: Sylmar State/Prov.: CACountry: US ZIP: 91342

Additional name(s) & address(es)

☐ Yes ☒ No

4. Application number(s) or patent numbers(s):

If this document is being filed together with a new application, the execution date of the application is: _____

Patent Application No.

Filing date

B. Patent No.(s)

10/612,439July 1, 2003

Additional numbers

☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: M. Elizabeth BushRegistration No. 38,402Address: P.O. Box 923127City: Sylmar State/Prov.: CACountry: US ZIP: 91392-3127

6. Total number of applications and patents involved:

17. Total fee (37 CFR 3.41):.....\$ 40.00☐ Enclosed - Any excess or insufficiency should be credited or debited to deposit account☒ Authorized to be charged to deposit account

8. Deposit account number:

50-0921

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*M. Elizabeth Bush, Reg. No. 38,402

Name of Person Signing

Signature

Date

510-13-03

Total number of pages including cover sheet, attachments, and

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1. Name of conveying party(ies):

University of Chicago
Ilias Belharouak
Khalil Amine

Additional names(s) of conveying party(ies)

☐ Yes ☒ No

3. Nature of conveyance:

☒ Assignment☐ Merger☐ Security Agreement☐ Change of Name☐ Other

Execution Date: 08/06/2003

2. Name and address of receiving party(ies):

Name: Quallion LLC

Address: 12744 San Fernando Road

Bldg. 3

City: Sylmar

State/Prov.: CA

Country: US

ZIP: 91342

Additional name(s) & address(es)

☐ Yes ☒ No

4. Application number(s) or patent numbers(s):

If this document is being filed together with a new application, the execution date of the application is:

Patent Application No.

Filing date

B. Patent No.(s)

10/612,439

July 1, 2003

Additional numbers

☐ Yes ☒ No

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Name: M. Elizabeth Bush

Registration No. 38,402

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City: Sylmar

State/Prov.: CA

Country: US

ZIP: 91392-3127

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41):.....\$ 40.00

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To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

M. Elizabeth Bush, Reg. No. 38,402

Name of Person Signing

Signature

Date

5

Total number of pages including cover sheet, attachments, and

ASSIGNMENT

WHEREAS, The University of Chicago, (herein called the UNIVERSITY) has the right by election and did elect to acquire ownership rights under its Contract W-31-109-ENG-38 with the U.S. Government in an invention entitled IMPROVED POSITIVE ELECTRODE MATERIAL FOR LITHIUM ION BATTERIES described in an invention disclosure identified as ANL-IN-02-065 (herein the INVENTION), and

WHEREAS, by document attached hereto as Appendix A, and hereby incorporated by reference, inventors **Ilias Belharouak and Khalil Amine** have assigned and transferred exclusive right, title and interest in the INVENTION to the UNIVERSITY,

WHEREAS, the INVENTION is a Subject Invention under Work for Others Agreement No. 854K9 between the UNIVERSITY and Quallion LLC (herein called QUALLION), and QUALLION, pursuant to the terms of said Work for Others Agreement, has requested that the UNIVERSITY assign title to the INVENTION to QUALLION.

NOW THEREFORE, the UNIVERSITY hereby assigns and transfers to QUALLION, subject to the rights of the U.S. Government as set forth in Contract No. W-31-109-ENG-38, all right title and interest throughout the world in the INVENTION and to any and all Letters Patent where ever they may be granted thereon as well as reissues and extensions of said Letters Patent; the same to be held to the full end of the term or terms for which said Letters Patent are or may be granted, reissued, or extended, as fully and entirely as the same would be held by the UNIVERSITY had this assignment not been made.

The UNIVERSITY agrees to make, execute, and deliver or have the inventor make, execute and deliver unto QUALLION any and all papers, documents, affidavits, renewals, divisions and reissue applications, statements and other instruments in such usual and other forms, terms, and contents as may be required or incident to the prosecution or conduct of any and all applications, before as well as after the issuance of any Letters Patent thereon, or in the adjustment or settlement of any interferences or other actions or proceedings that said application may encounter or in which they may become involved.

As consideration for the above assignment, QUALLION acknowledges and ratifies its agreement under the terms of said Work for Others Agreement to grant, and hereby grants to the UNIVERSITY a royalty-free, worldwide, right and license, with right to sublicense, in the INVENTION and to any and all Letters Patent where ever they may be granted thereon as well as reissues and extensions of said Letters Patent, to the full end of the term or terms of said Letters Patent. All license and sublicense rights granted hereby shall be restricted to the fields of use defined in Appendix B, Paragraph C of said Work for Others Agreement.

WITNESS:

Laura Cudde

THE UNIVERSITY OF CHICAGO

By: R K C

Title: Assistant Vice President for Strategic
Research Activities

Date: 8/14/03

WITNESS:

Jon W. Beppel

QUALLION LLC

By: [Signature]

Title: CEO and CTO

Date: 8/28/03

Acknowledged:

WITNESS:

Samy Aray

IB [Signature]

Ilias Belharouak

Date: 8/11/03

Acknowledged:

WITNESS:

Samy Aray

Khalil Amine

Khalil Amine

Date: 8/11/03

APPENDIX A

ASSIGNMENT

We, Ilias Belharouak of Westmont, and Khalil Amine of Downers Grove, both in the State of Illinois, for good and valuable considerations to us in hand paid, the receipt and sufficiency whereof is hereby acknowledged, have sold, assigned, conveyed and set over, and do hereby sell, assign, convey and set over unto THE UNIVERSITY OF CHICAGO, an Illinois corporation, organized under the laws of the State of Illinois, having a place of business at 5801 South Ellis Avenue, Chicago, Illinois 60637, its successors and assigns, the entire right, title and interest in and to all subject matter invented or designed by us and disclosed in the patent application for the IMPROVED POSITIVE ELECTRODE MATERIAL FOR LITHIUM ION BATTERIES, ANL Case No. ANL-IN-02-065, Q-170-US1, filed in the U.S. Patent and Trademark Office on July 1, 2003, which claims priority to copending provisional application serial number 60/423,953 filed November 4, 2002, and to copending provisional application serial number 60/436,696, and any divisions and continuations thereof and in and to all Letters Patent of the United States, including any reissues and extensions thereof that may be obtained therefor, and the right, where such right can be legally exercised, in its own name to apply for and obtain Letters Patent, Inventor's Certificates, Utility Models and Designs, in countries foreign to the United States, including the full right to claim for any such application the benefits of the International Convention as fully and entirely as we could have done if the application had been in our names, and the entire interest in any Letters Patent, Inventor's Certificate, Utility Model or Design which may be granted on any such application in such foreign country; and we hereby authorize and request the Commissioner of Patents and Trademarks of the United States, and any official of any country or countries foreign to the United States whose duty it is to issue Letters Patent, Inventors Certificates, Utility Models or Designs, on applications as aforesaid, to issue any and all Letters Patent, Inventor's Certificates, Utility Models and Designs that may be granted for said invention to said UNIVERSITY OF CHICAGO, its successors and assigns.

And for the above-named considerations, we hereby agree that we will without additional compensation but without cost to ourselves, promptly communicate to said UNIVERSITY OF CHICAGO, its successors and assigns, any facts known to us respecting said invention whenever requested, and testify in any legal proceedings, sign all lawful papers, execute all divisional, continuing and reissue applications for Letters Patent, Inventor's Certificates, Utility Models and Designs and assignments thereof, make all rightful oaths and generally do everything possible to aid said assignee, its successors and assigns, as and when requested by them, in obtaining and enforcing proper Letters Patents, Inventor's Certificate, Utility Model and Design protection for said invention or inventions and improvements, in the United States and in all other countries.

BELHAROUAK

Ilias Belharouak

08/06/03

Date

KHALIL

Khalil Amine

8/6/03

Date

STATE OF ILLINOIS)

COUNTY OF DU PAGE)

ss 339.56.5482



On this 6th day of August, 2003, before me a Notary Public in and for the County and State aforesaid, appeared the above named persons, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument, and acknowledged that they executed same instrument as their free and voluntary act and for the uses and purposes therein expressed.

WITNESS my hand and seal the day and year last above given.

Faith E. Ruppert
Notary Public